

Internal Revenue Service

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Department of the Treasury

Washington, DC 20224

Third Party Communication: None

Date of Communication: Not Applicable

Person To Contact:

, ID No.

Telephone Number:

Refer Reply To:

CC:CORP:06

PLR-147197-06

Date:

October 19, 2006

In Re:

Legend

a =

A =

Date 1 =

Date 2 =

Corporation X =

Dear :

This letter responds to your letter of October 2, 2006, requesting that we supplement our letter ruling dated July 20, 2005 (PLR-119117-05) (the "Ruling") and supplemental rulings dated February 27, 2006 (PLR-145225-05) (the "First Supplemental Ruling"), May 12, 2006 (PLR-124030-06) (the "Second Supplemental Ruling") and July 21, 2006, (PLR-128822-06) (the "Third Supplemental Ruling," together with the Ruling, the First Supplemental Ruling, and the Second Supplemental Ruling, the "Prior Rulings"). The information submitted for consideration is summarized below. Capitalized terms not defined in this ruling have the meanings assigned to them in the Prior Rulings.

The rulings contained in this letter are based on facts and representations submitted by the taxpayer and accompanied by a penalty of perjury statement executed by an appropriate party. This office has not verified any of the materials submitted in support of the request for rulings. Verification of the information, representations, and other data may be required as part of the audit process.

The Prior Rulings addressed certain federal income tax consequences of the Proposed Transactions under sections 355 and 368 of the Internal Revenue Code, and other Code provisions.

Supplemental Facts

Since the date of the Distribution, Controlled has had a single class of common stock outstanding. As of Date 1, to the best of Controlled's knowledge, A, a large mutual fund management company, was the only shareholder of Controlled that held 5% or more of the aggregate voting power or value of its outstanding stock.

Controlled has been considering open market repurchases of its common stock (the "Controlled Post-Distribution Repurchases"). Controlled's management has determined recently that it would like to pursue such a strategy. All Controlled shareholders may participate in, and benefit from, the Controlled Post-Distribution Repurchases. Controlled is indifferent as to which of its shareholders participate in the Controlled Post-Distribution Repurchases, which could involve repurchases of up to a% of the aggregate number of outstanding shares of Controlled common stock immediately following the Distribution. The Controlled Post-Distribution Repurchases are not motivated to any extent by a desire to increase or decrease the ownership percentage of any particular shareholder or group of shareholders.

Prior to the date of the Merger Agreement, there were no discussions regarding the redemption or repurchase of Controlled stock with Corporation X or with any post-Distribution holder (or group of holders) of such stock. After the date of the Merger Agreement, Controlled's management made certain comments to analysts, fund managers and potential investors during presentations while on various roadshows for Controlled's securities. Such comments uniformly disavowed the existence of a current plan or intention to implement a share repurchase program or otherwise make repurchases of Controlled stock but acknowledged a share repurchase program may be a viable use of Controlled's expected available cash that may be considered in the future. Controlled will not have filed any document with the SEC or have made any other public filing stating an intention to adopt an open market repurchase program prior to Date 2.

Rulings

Based on the information and representations set forth herein and submitted with the Prior Rulings, we rule as follows: The Controlled Post-Distribution Repurchases will not have any effect on the determination of whether there has been an acquisition of a 50-percent or greater interest in Controlled, i.e., the Controlled Post-Distribution Repurchases will not affect the determination of the percentage of the total combined voting power or value of Controlled stock acquired within the meaning of section 355(e).

Caveats

No opinion is expressed about the tax treatment of the Proposed Transactions under other provisions of the Code or regulations or the tax treatment of any condition existing at the time of, or effects resulting from, the Proposed Transactions that are not specifically covered by the above rulings and the rulings contained in our Prior Rulings.

Procedural Statements

This ruling letter is directed only to the taxpayers who requested it and applies only to the facts of the Proposed Transactions. Section 6110(k)(3) provides that it may not be used or cited as precedent.

A copy of this ruling letter must be attached to the federal income tax return of each taxpayer involved in the Proposed Transactions for the taxable year in which the Proposed Transactions are completed. Alternatively, taxpayers filing their returns electronically may satisfy this requirement by attaching a statement to their return that provides the date and control number of this ruling letter.

In accordance with the power of attorney on file with this office, a copy of this letter is being sent to your authorized representatives.

Sincerely,
Associate Chief Counsel (Corporate)

By: _____
Stephen P. Fattman
Special Counsel to the Associate
Chief Counsel (Corporate)